

FORM B1 United States Bankruptcy Court Northern District of Georgia		Voluntary Petition																
Name of Debtor (if individual, enter Last, First, Middle): Allied Holdings, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): AKA Allied Holdings		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 58-0360550		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code): 160 Clairemont Avenue Decatur, GA 30030-2557		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business: Dekalb		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address): 160 Clairemont Decatur, GA 30030-2557		Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor Same as street address (if different from street address above):																		
Information Regarding the Debtor (Check the Applicable Boxes)																		
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)		*** Jeffrey W. Kelley 412296 ***																
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>																		
Estimated Assets <table style="width: 100%; border: none;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Allied Holdings, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: - None -

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____

Signature of Debtor

X _____

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X _____

Signature of Attorney for Debtor(s)

Jeffrey W. Kelley 412296

Printed Name of Attorney for Debtor(s)

Troutman Sanders LLP

Firm Name

Bank of America Plaza, Suite 5200

600 Peachtree Street, NE

Atlanta, GE 30308-2216

Address

404-885-3000

Telephone Number

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number (Required by 11 U.S.C. § 110(c).)

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X _____

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____

Signature of Authorized Individual

Thomas H. King

Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer

Title of Authorized Individual

Date

United States Bankruptcy Court
Northern District of Georgia

In re **Allied Holdings, Inc.**

Debtor

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-22276.

2. The following financial data is the latest available information and refers to debtor's condition on March 2005.

a. Total assets	\$ <u>132,226,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>179,895,000.00</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>150,000,000.00</u>	<u>unknown</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares of common stock	<u>8,940,167</u>	<u>1,434</u>

Comments, if any:

3. Brief description of debtor's business:

Allied Holdings, Inc. serves as the parent for the Allied and Axis entities, which provide short-haul services for original equipment manufacturers and provide logistical services.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

****see attachment****

Exhibit "A" to Voluntary Petition
Attachment 1

Common Stock Ownership Over 5%

Beneficial Owner	# of shares owned (1)	% of shares outstanding
Robert J. Rutland	1,123,894	12.6
Guy W. Rutland, III	850,718	9.5
Guy W. Rutland, IV	651,936	7.3
Beck, Mack & Oliver LLC	1,018,050 (2)	11.4
Alan W. Weber	1,069,900 (2)	12.0
J.B. Capital Partners, L.P	1,020,800 (2)	11.4
Dimensional Fund Advisors, Inc.	466,635 (2)	5.2
Robert E. Robotti, Robbotti & Company, LLC, Robotti & Company Advisors, LLC and The Ravenswood Management Company, LLC and the Ravenswood Investment Company, L.P.	732,597 (2)	8.2

(1) Number of shares of common stock beneficially owned as of March 2005.

(2) Based solely on the most recent schedule 13D/136 filed with the Securities and Exchange Commission.

ALLIED HOLDINGS, INC.

Proposed Resolutions to be Adopted by the Board of Directors

WHEREAS, after due consideration and analysis, the Board of Directors has determined that it is desirable and in the best interests of the Corporation, its creditors, shareholders, employees and other interested parties, that the Corporation and certain of its subsidiaries commence Chapter 11 cases by filing voluntary petitions for relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”);

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, shareholders, employees and other interested parties, that the Corporation commence a Chapter 11 case by filing a voluntary petition for relief under the Bankruptcy Code; and

RESOLVED, that each of Hugh E. Sawyer, President and Chief Executive Officer of the Corporation, Thomas H. King, Executive Vice President and Chief Financial Officer of the Corporation, and Thomas M. Duffy, Executive Vice President, General Counsel and Secretary of the Corporation (each, an “Authorized Officer” and together, the “Authorized Officers”), be and hereby is authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify, or cause to be executed and verified or certified, a voluntary petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia (the “Bankruptcy Court”), at such time as said Authorized Officer executing the same shall determine and in such form and forms as such Authorized Officer may approve, and that the execution, verification or certification of such petitions under Chapter 11 of the Bankruptcy Code and such filings by the Authorized Officers in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

RESOLVED, that Thomas H. King is hereby designated and appointed as agent for service of process for the Corporation in connection with the petition and filing thereof with the Bankruptcy Court, and that the naming of Thomas H. King in the petition to serve in such capacity is hereby authorized and approved; and

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as the Authorized Officers shall from time to time designate, be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Corporation to execute and file any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions which the Authorized Officers, other designated officers or the Corporation’s legal counsel may deem necessary, appropriate, proper or desirable to file the voluntary petition for relief under the Bankruptcy Code, including, but not limited to, motions to obtain the use of cash collateral and to incur debtor-in-possession financing, and to take and perform any and all further acts and deeds which they may deem necessary, appropriate, proper or desirable in connection with the Chapter 11 case, with a view to the successful

prosecution of such case, and that the execution, filing and the taking of all actions by the Authorized Officers or other designated officers in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

RESOLVED, that the debtor-in-possession financing contemplated by that certain Commitment Letter and Term Sheet dated July 12, 2005 from General Electric Capital Corporation, Morgan Stanley Senior Funding, Inc. and Marathon Structured Finance Fund, L.P. previously distributed to the Board of Directors (the "Commitment Letter"), together with any changes thereto as the Authorized Officers deem appropriate, it hereby specifically approved and authorized; and

RESOLVED, that the law firm of Troutman Sanders LLP, with an office currently located at 600 Peachtree Street, Atlanta, Georgia 30308 be, and it hereby is, employed as attorneys for the Corporation under a general retainer in connection with the prosecution of the Corporation's case under the Bankruptcy Code; and

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as the Authorized Officers shall from time to time designate, be and hereby are authorized, empowered and directed on behalf of, and in the name of, the Corporation to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, public relations advisors and other professionals to advise and assist in the Corporation's Chapter 11 case on such terms as such Authorized Officer or other designated officer of the Corporation shall deem necessary, appropriate, proper or desirable; and

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Corporation, the Authorized Officers, and such other officers of the Corporation as the Authorized Officers shall from time to time designate, be and hereby are, authorized, empowered and directed on behalf of, and in the name of, the Corporation, to negotiate, execute and deliver, or cause to be negotiated, executed and delivered, a debtor-in-possession loan facility (including, in connection therewith, such notes, security agreements and other agreements or instruments as such officers consider necessary or appropriate) on the terms and conditions set forth in the Commitment Letter or on such other terms and conditions as such Authorized Officer or other designated officer executing the same may consider necessary, appropriate, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and are hereby authorized, empowered and directed to consummate the transactions contemplated by such agreements or instruments on behalf of the Corporation and any affiliates, and that the execution, delivery and performance by the Authorized Officers or other designated officers in connection with, and in furtherance of, the foregoing resolution, be and the same hereby is specifically authorized; and

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as the Authorized Officers shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be and hereby are authorized, empowered and directed to cause the Corporation and such of its affiliates as

management deems appropriate to take such actions and to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, orders, requests, receipts, guaranties, pledges, financing statements, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer, shall be or become necessary, appropriate, proper or desirable to prosecute to a successful completion the Chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Corporation consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions, and that the execution, delivery, certification, filing, recording, performance and the taking of all such actions by the Authorized Officers or other designated officers in connection with, and in furtherance of, the foregoing resolutions, be and the same hereby is specifically authorized; and

RESOLVED, that the Corporation be, and hereby is, authorized to pay all fees and expenses incurred by it for its account in connection with the transactions approved in any or all of the foregoing resolutions, and all transactions related thereto, and each of the Authorized Officers, and such other officers of the Corporation as the Authorized Officers or other designated officer shall from time to time designate, are hereby authorized, empowered and directed to make said payments as such Authorized Officer or other designated officer may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that any and all past actions heretofore taken by any of the officers or directors of the Corporation in the name of and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted in their entirety.